

Chapman and Cutler LLP

Attorneys at Law Focused on Finance®

August J. Francis
Partner

111 W Monroe
Chicago, IL 60603

T 312 845 2877
F 312 518 3877
afrancis@chapman.com

RECORDATION NO 18282-J FILED
March 26, 2012 11 40 AM
SURFACE TRANSPORTATION BOARD

March 26, 2012

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

Re: TTX Company
Termination of Equipment Trust Agreement
Lease No. 38-B

Dear Section Chief:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two copies of the Termination of Equipment Trust Agreement 38-B, dated as of March 26, 2012, between The Bank of New York Mellon Trust Company, N.A. (successor-in-interest to Society National Bank), not in its individual capacity, but solely as Owner Trustee (the "Owner Trustee"), and Wells Fargo Bank Northwest, National Association (successor-in-interest to First Security Bank of Utah, National Association), as Security Trustee (the "Security Trustee").

The enclosed document relates to (a) the Lease of Railroad Equipment (No. 38-B), and (b) Equipment Trust Agreement (No. 38-B) between Owner Trustee and the Agent, copies of which (or evidence thereof) were previously filed under Recordation Numbers 18282 and 18282-A respectively. Please also note that the enclosed document relates to the Termination of Lease 38-B, dated as of March 26, 2012, between Owner Trustee and TTX Company, which is being submitted for recording concurrently therewith.

3168613 01 05 doc
1983204

Chapman and Cutler LLP

The names and addresses of the parties to the enclosed document are as follows:

**Owner Trustee: The Bank of New York Trust Company, N.A.
Chicago Corporate Trust
Two North LaSalle Street, Suite 1020
Chicago, IL 60602**

**Security Trustee: Wells Fargo Bank Northwest, National Association
299 South Main Street, 12th Floor
MAC: 1228-120
Salt Lake City, Utah 84111**

A description of the equipment covered as of the date hereof by the aforesaid memorandum is:

The 243 railcars (including casualties) as more specifically described in Schedule 1 attached hereto.

A short summary of the document to appear in the index follows:

Termination of Equipment Trust Agreement 38-B.

A fee of forty-one dollars (\$41.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

**Edward M. Luria, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, DC 20036**

Chapman and Cutler LLP

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-2977.

Sincerely,

CHAPMAN AND CUTLER LLP

By August J. Francis
August J. Francis

AJF/mg
Enclosures

SCHEDULE 1
LEASE NO. 38-B
PURCHASED RAILCARS

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
Five-unit all purpose articulated spine cars — TTAX (48')	TRINITY	79716 - 79722 79724 - 79730 79773 - 79798 79829 - 79834 79842 79844 - 79846 79851 - 79853 79855 - 79860 79870 - 79871	61
Five-unit all purpose articulated spine cars — TTAX (53')	TRINITY	553004 - 553006 553053 - 553084 553090 - 553091 553093 553185 - 553186 553188 - 553191	44
Five-unit all purpose articulated spine cars — TTAX (53')	JAC	653059 - 653063 653065 - 653068 653071 - 653072 653074 - 653076 653078 - 653083 653085 653087 653089 - 653107 653109 653112 - 653122 653174	54
Five-unit all purpose articulated spine cars — TTAX (48')	JAC	780230 - 780239 780241 - 780243 780245 - 780247 780249 - 780257 780302 - 780321 780323 - 780324 780362 - 780370 780372 - 780377 780379 - 780383	67

**LEASE NO. 38-B
CASUALTIED RAILCARS**

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
Five-unit all purpose articulated spine cars — TTAX (48')	TRINITY	79723 79843 79869	3
Five-unit all purpose articulated spine cars — TTAX (53')	TRINITY	553092 553187	2
Five-unit all purpose articulated spine cars — TTAX (53')	JAC	653064 653070 653073 653077 653086	5
Five-unit all purpose articulated spine cars — TTAX (48')	JAC	780240 780244 780300 780301 780322 780371 780378	7
		Total	<hr/> 17 <hr/>

**TERMINATION OF EQUIPMENT TRUST AGREEMENT 38-B
(STB)**


THIS TERMINATION OF EQUIPMENT TRUST AGREEMENT 38-B is made and entered into as of March 26, 2012 by and between THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. (successor-in-interest to Society National Bank), not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*"), and Wells Fargo Bank Northwest, National Association (successor-in-interest to First Security Bank of Utah, National Association), as Security Trustee ("*Security Trustee*").

1. Owner Trustee has entered into that certain Lease of Railroad Equipment (No. 38-B) with TTX Company dated as of June 30, 1993 (as amended, modified or supplemented, the "*Lease*"), a copy of which (or evidence thereof) was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to the provisions of 49 U.S.C. Section 11303 on June 30, 1993 under Recordation Number 18282. The Lease was assigned to Security Trustee by virtue of an Equipment Trust Agreement (No. 38-B) dated as of June 30, 1993 (as amended, modified or supplemented, the "*Equipment Trust Agreement*"), a copy of which (or evidence thereof) was filed with the Interstate Commerce Commission pursuant to the provisions of 49 U.S.C. Section 11303 on June 30, 1993 under Recordation Number 18282-A

2 The Equipment Trust Agreement is terminated effective as of the date hereof and Security Trustee hereby releases all of its right, title and interest in and to the railroad equipment set forth on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this termination to be duly executed by their respective officers duly authorized as of the date and year first above written.

THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A. (successor-in-interest to Society
National Bank), not in its individual capacity,
but solely as Owner Trustee

By: 
Name: _____
Title: **D. G. DONOVAN**
VICE PRESIDENT

WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION (successor-in-interest to First
Security Bank of Utah, National Association),
not in its individual capacity, but solely as
Security Trustee

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the parties hereto have each caused this termination to be duly executed by their respective officers duly authorized as of the date and year first above written.

**THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A. (successor-in-interest to Society
National Bank), not in its individual capacity,
but solely as Owner Trustee**

By: _____
Name:
Title:

**WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION (successor-in-interest to First
Security Bank of Utah, National Association),
not in its individual capacity, but solely as
Security Trustee**

By: *mie a*
Name: _____
Title: **Michael Arsenault
Vice President**

STATE OF Illinois)
) SS.:
COUNTY OF Cook)

On this, the 20th day of March, 2012, before me, a Notary Public in and for said County and State, personally appeared D. G. DONOVAN, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., that said instrument was signed on March 20th 2012 on behalf of said trust company by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said trust company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Julie Meadows
Name: Julie Meadows
Notary Public
My Commission Expires. 1-7-12
Residing in Chicago, IL

(SEAL)

STATE OF UTAH)
) SS.:
COUNTY OF SALT LAKE)

On this, the _____ day of March, 2012, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on March __, 2012 on behalf of said national association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said national association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of March, 2012, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., that said instrument was signed on March __, 2012 on behalf of said trust company by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said trust company.

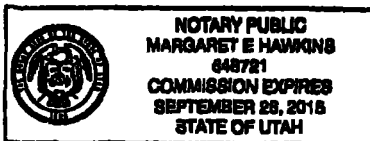
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

STATE OF UTAH)
) :ss
COUNTY OF SALT LAKE)

On March 20, 2012, personally appeared before me Michael Arsenault on who being by me duly sworn did say, for himself, that he the said Michael Arsenault is the Vice President of Wells Fargo Bank Northwest, National Association and that the within and foregoing instrument was signed in behalf of said association by authority of a resolution of its Board of Directors, and said Michael Arsenault duly acknowledged to me that said association executed the same.



(SEAL)



Notary Public

**EXHIBIT A
LEASE 38-B
RAILCARS**

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
Five-unit all purpose articulated spine cars — TTAX (48')	TRINITY	79716 - 79722 79724 - 79730 79773 - 79798 79829 - 79834 79842 79844 - 79846 79851 - 79853 79855 - 79860 79870 - 79871	61
Five-unit all purpose articulated spine cars — TTAX (53')	TRINITY	553004 - 553006 553053 - 553084 553090 - 553091 553093 553185 - 553186 553188 - 553191	44
Five-unit all purpose articulated spine cars — ITAX (53')	JAC	653059 - 653063 653065 - 653068 653071 - 653072 653074 - 653076 653078 - 653083 653085 653087 653089 - 653107 653109 653112 - 653122 653174	54
Five-unit all purpose articulated spine cars — ITAX (48')	JAC	780230 - 780239 780241 - 780243 780245 - 780247 780249 - 780257 780302 - 780321 780323 - 780324 780362 - 780370 780372 - 780377 780379 - 780383	67
TOTAL PURCHASED RAILCARS			<hr/> 226 <hr/>

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
Five-unit all purpose articulated spine cars — TTAX (48')	TRINITY	79723 79843 79869	3
Five-unit all purpose articulated spine cars — TTAX (53')	TRINITY	553092 553187	2
Five-unit all purpose articulated spine cars — TTAX (53')	JAC	653064 653070 653073 653077 653086	5
Five-unit all purpose articulated spine cars — TTAX (48')	JAC	780240 780244 780300 780301 780322 780371 780378	7
TOTAL CASUALTIED RAILCARS		Total	<hr/> 17 <hr/>

CERTIFICATION

I, Edward M. Luna, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated 3/26/12

Edward M Luria